

Exhibit E

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al.,)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
)	
Debtors.)	
)	
OFFICIAL COMMITTEE OF ASBESTOS)	
PERSONAL INJURY CLAIMANTS and)	
OFFICIAL COMMITTEE OF ASBESTOS)	
PROPERTY DAMAGE CLAIMANTS OF)	
W.R. GRACE & CO., suing on behalf of the)	
Chapter 11 Bankruptcy Estate of W.R.)	
GRACE & CO., et al.,)	
)	
Plaintiffs,)	Adv. No. 02-2210
)	[LEAD DOCKET]
Against)	
)	
SEALED AIR CORPORATION and)	
CRYOVAC, INC.,)	
)	
Defendants.)	
)	
OFFICIAL COMMITTEE OF ASBESTOS)	
PERSONAL INJURY CLAIMANTS and)	
OFFICIAL COMMITTEE OF ASBESTOS)	
PROPERTY DAMAGE CLAIMANTS OF)	Adv. No. 02-2211
W.R. GRACE & CO., suing on behalf of the)	
Chapter 11 Bankruptcy Estate of W.R.)	
GRACE & CO., et al.,)	
)	
Plaintiffs,)	
)	
Against)	
)	
FRESENIUS MEDICAL CARE)	
HOLDINGS, INC. and)	Affects Dockets 02-2210 and 02-2211
NATIONAL MEDICAL CARE, INC.)	
)	
Defendants.)	

**SUMMARY APPLICATION OF KIRKLAND & ELLIS LLP FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY
COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE MONTHLY INTERIM
PERIOD, FROM NOVEMBER 1, 2003 THROUGH NOVEMBER 30, 2003**

Name of Applicant: Kirkland & Ellis LLP

Authorized to Provide Professional Services to: W. R. Grace & Co., et al., Debtors and
Debtors-in-Possession

Date of Retention: Retention Order entered May 3, 2001,
effective as of April 2, 2001

Period for which compensation and reimbursement
is sought: November 1, 2003, through November
30, 2003

Amount of Compensation sought as actual,
reasonable and necessary: \$3,013.50

Amount of Expense Reimbursement sought as actual, \$46.45
reasonable and necessary:

This is a X monthly ___ interim ___ final application.

The total time expended for the preparation of this application is approximately **3 hours**,
and the corresponding estimated compensation *that will be requested in a future application* is
approximately **\$750.00**.

This application is submitted in accordance with the order of this Court, dated
July 10, 2002.

The following applications have been filed previously in these fraudulent conveyance proceedings:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
August 8, 2002	6/1 – 6/30/03	\$312,859.50	\$8,190.80	\$250,287.60	\$8,190.80
October 2, 2002	7/1 – 7/31/02	\$510,439.50	\$20,999.68	\$408,351.60	\$20,999.68
October 3, 2002	8/1 – 8/31/02	\$642,293.00	\$25,776.96	\$513,834.40	\$25,776.96
October 30, 2002	9/1 – 9/30/02	\$616,189.00	\$153,949.87	\$492,951.20	\$153,949.87
November 27, 2002	June – September, 2002	\$2,081,781.00	\$208,917.31	Pending	Pending
December 6, 2002	10/1 – 10/31/02	\$169,288.50	\$56,363.97	\$135,430.80	\$56,363.97
January 13, 2003	11/1 – 11/30/02	\$137,002.00	\$25,796.30	\$109,601.60	\$25,796.30
January 30, 2003	12/1 – 12/31/02	\$25,927.50	\$6,270.27	\$20,742.00	\$6,270.27
March 4, 2003	October – December, 2002	\$332,218.00	\$88,430.54	Pending	Pending
March 4, 2003	1/1 – 1/31/03	\$48,491.00	\$14,561.75	\$38,792.80	\$14,561.75
April 2, 2003	2/1 – 2/28/03	\$43,920.50	\$1,766.17	\$35,136.40	\$1,766.17
April 29, 2003	3/1 – 3/31/03	\$38,680.50	\$166.77	\$30,944.40	\$166.77
May 15, 2003	January – March, 2003	\$131,092.00	\$16,494.69	Pending	Pending
June 3, 2003	4/1 – 4/30/03	\$8,340.00	\$2,293.06	\$6,672.00	\$2,293.06
July 11, 2003	5/1 – 5/31/03	\$27,139.50	\$1,632.51	\$21,711.60	\$1,632.51
July 31, 2003	6/1 – 6/30/03	\$18,806.00	\$12.08	\$15,044.80	\$12.08
August 27, 2003	April – June, 2003	\$54,285.50	\$3,937.65	Pending	Pending
September 5, 2003	7/1 – 7/31/03	\$3,918.50	\$176.05	\$3,134.80	\$176.05
October 1, 2003	8/1 – 8/31/03	\$4,133.50	\$55.77	\$3,306.80	\$55.77
November 6, 2003	9/1 – 9/30/03	\$3,776.50	\$90.09	\$3,021.20	\$90.09
November 26, 2003	10/1 – 10/31/03	\$1,112.50	\$152.65	Pending	Pending

The K&E attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the Applicant	Number of Years as an Attorney	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
James W Kapp	Partner	10 Years	Bankruptcy	\$510.00	0.70	\$357.00
Christian J Lane	Associate	6 Years	Bankruptcy	\$445.00	1.50	\$667.50
Todd F Maynes	Partner	16 Years	Taxation	\$625.00	3.00	\$1,875.00
Total for Attorneys					5.20	\$2,899.50

The paraprofessionals of K&E who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Toni L. Wallace	Legal Assistant	3 Years	Bankruptcy	\$190.00	0.60	\$114.00
Total for Paraprofessionals					0.60	\$114.00

Grand Total for Fees: **\$3,013.50**

Grand Total for Hours: **5.80**

Blended Rate: **\$519.57**

Compensation by Matter

Matter Number	Matter	Total Hours	Total Fees Requested
48	Fraudulent Conveyance Adv. Proceeding	5.80	\$3,013.50
	Total	5.80	\$3,013.50

Expense Summary

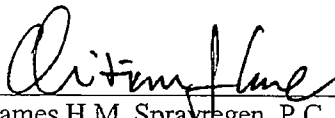
Description	Amount
Standard Copies	\$42.70
Fax Charge	\$3.75
Total	\$46.45

WHEREFORE, K&E respectfully requests that (a) an allowance be made to it, as fully described above for the (i) 80% of the amount of **\$3,013.50** for reasonable and necessary professional services K&E has rendered to the Debtors during the Fee Period (**\$2,410.80**) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by K&E during the Fee Period (**\$46.45**); (b) both fees and expenses are payable as administrative expenses of the Debtors' estates; and (c) this Court grant such further relief as is equitable and just.

Wilmington, Delaware
Dated: December 29, 2003

Respectfully submitted,

KIRKLAND & ELLIS LLP



James H.M. Sprayregen, P.C.
James W. Kapp III
Christian J. Lane
200 East Randolph Drive
Chicago, Illinois 60601
(312) 861-2000

EXHIBIT A

Matter 48 – Fraudulent Conveyance Adversary Proceeding – Fees

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/13/03	Christian J Lane	1.50	Prepare letter re final fees (.6); office conference re same (.4).
11/23/03	Todd F Maynes	1.00	Review of proposed new Sealed Air Agreement.
11/24/03	James W Kapp	.70	Attend to various tax issues arising from proposed Sealed Air settlement agreement.
11/24/03	Todd F Maynes	2.00	Review of proposed new agreement (1.5); conference call re same (.5).
11/25/03	Toni L Wallace	.60	Revise correspondence re quarterly fee applications.
	Total hours:	5.80	

EXHIBIT B

Matter 48 – Fraudulent Conveyance Adversary Proceedings – Expenses

<u>Description</u>	<u>Amount</u>
Standard Copies	\$42.70
Fax Charge	<u>\$3.75</u>
Total	\$46.45

Matter 48 – Fraudulent Conveyance Adversary Proceedings – Itemized Expenses

<u>Date</u>	<u>Amount</u>	<u>Description</u>
10/27/03	1.10	Standard Copies
10/28/03	2.20	Standard Copies
10/29/03	.50	Standard Copies
11/18/03	22.40	Standard Copies
11/19/03	4.70	Standard Copies
11/21/03	3.75	Fax page charge to 919-613-7165
11/21/03	.20	Standard Copies
11/24/03	2.20	Standard Copies
11/24/03	4.50	Standard Copies
11/24/03	4.90	Standard Copies
Total:	46.45	

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)

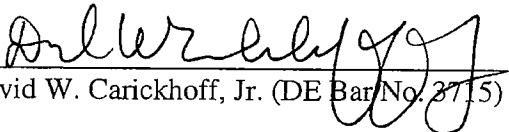
CERTIFICATE OF SERVICE

I, David W. Carickhoff, Jr., hereby certify that on the 29th day of December, 2003,

I caused a copy of the following document(s) to be served on the individuals on the attached
service list(s) in the manner indicated:

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

1. **SUMMARY APPLICATION OF KIRKLAND & ELLIS LLP FOR
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS BANKRUPTCY COUNSEL TO W.R. GRACE &
CO., ET AL., FOR THE MONTHLY INTERIM PERIOD FROM
NOVEMBER 1, 2003 THROUGH NOVEMBER 30, 2003**


David W. Carickhoff, Jr. (DE Bar No. 3715)

Grace Fee Application Service List

Case Number: 01-1139 (JKF)

Document Number: 45804

01 – Hand Delivery

02 – Federal Express

14 - E-Mail

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